Exhibit 2

TERM OF CONTRACT

1. The term of this contract will be from the date of ICN execution through 24 months of service.

SBC Response:

(Read, Understand & Comply)

2. Renewal. The ICN reserves the right to renew the contract for up to three additional years on the same terms and conditions.

SBC Response:

Exception. SBC Cannot guarantee the discount structure provided in the Pricing/Compensation page beyond the initial 24 month contract period. At that time the ICN and SBC will review market conditions and mutually agree to discount options for up to three one year extensions.

DESCRIPTION OF SUPPLIES AND SERVICES

Need for Supplies and Services

The Illinois Century Network (<u>www.lllinois.net</u>) is a high-speed telecommunications network that provides reliable communication links to and among Illinois schools, institutions of higher education, libraries, museums, research institutions, State agencies, units of local government, and other local entities that provide service to Illinois citizens.

The Network operates on a Cisco hardware platform and currently has deployed 17 BPXs, 10 GSRs, and 40 7500s. In addition to the backbone hardware, the ICN orders, installs, and maintains more than 5,000 Cisco routers at constituent institution sites. These routers consist of approximately 10% 1700s, 75% 2600s, 5% 3600s, and 10% 7500s.

The ICN is seeking proposals to establish a master contract for the purchase of Cisco equipment, software, maintenance, and support to serve both the needs of the backbone network as well as the ICN's constituent networks. The ICN is interested in pricing options for constituent orders to be placed directly with the Vendor or for the ICN to purchase all equipment and bill constituents accordingly. Please be advised that ICN constituent use of this contract is completely voluntary, although historically, 90% of constituents have elected to purchase Cisco equipment through an ICN established contract.

Based on past needs, the ICN anticipates the value of future orders under this contract to be approximately \$25 million. However, the ICN does not guarantee any minimum order quantities nor any minimum revenue. All equipment and services will be ordered as needed, if needed. This contract is non-exclusive.

While the ICN prefers to contract with a single vendor, we reserve the right to award multiple contracts to multiple vendors.

Agency's Goal

To establish a master agreement for the purchase of Cisco equipment, software, maintenance, and support that provides the ICN and its constituents with competitive pricing, excellent service, and access to technical resources.

Supplies and/or Services Required

 Authorization - Contracting Vendor must be a Cisco Gold Authorized Distributor or Direct Sales Agent. Proof of this status must be included within the Vendor's response and the ICN must be able to confirm this authorization with Cisco.

SBC Response:

Cisco Systems Gold Partner Spotlight

SBC Communications Inc. (herein after "SBC") is the nation's second largest network access provider, offering a full range of voice, data, networking, and e-business services. SBC is the leading provider of DSL Internet service, and one of the leading Internet service providers (ISPs) in the United States.

Through its SBC DataComm subsidiary, SBC provides a full range of enterprise network design, implementation, and managed services. SBC is one of the world's largest distributors of networking solutions powered by Cisco Systems.

In addition to its Cisco Gold certification, SBC holds Cisco specializations in three areas:

- Cisco VPN/Security Specialization, which recognizes SBC for its expertise, experience, and high customer satisfaction in delivery of planning, design, and implementation services related to network security, in general, and Cisco VPN/Security products, specifically.
- Cisco IP Telephony Specialization, which recognizes SBC for its knowledge and expertise in selling, designing, installing, and supporting a multiservice, IP telephony network solution.
- Cisco Voice Access Specialization, which recognizes SBC for its expertise, experience, and high customer satisfaction in delivery of planning, design, and implementation services around voice access technology.

Confirmation of SBC Communications Cisco Gold status may be verified with Cisco Systems sales representative John Linhart at 217.522.6265.

2. Maintenance - The Vendor must provide all SMARTnet options. The ICN is especially interested in Network Supported Account which has been replaced with Network Optimization Support. Historically, the equipment covered by SMARTnet has valued approximately \$28 million. Traditionally, the ICN has purchased 4-hour support for distribution and core routing and switching equipment. If the pricing discount will vary depending upon the type of service, please specify the differences within the Pricing/Compensation section.

SBC Response:

SBC can provide all levels of SMARTnet or other maintenance programs to the ICN including Network Optimization Support as offered by Cisco Systems. See pricing specifications in the detailed Pricing/Compensation Section. This SBC response includes a standard discount off of Smartnet services that we are able to extend to the ICN for the duration of this agreement. However, at this time there is a promotional discount that offers a more aggressive schedule to the educational user community. SBC will extend the most aggressive discount possible under one or both of these programs. If Cisco Systems extends the promotion for education customers, we will extend it to the ICN.

 Cisco Technical Assistance Center (TAC) Access - Vendor must provide the ICN with 24x7x365 direct access to Cisco's Technical Assistance Center.

SBC Response:

Cisco Technical Assistance Center access will be provided to the ICN through purchase of Cisco SMARTnet maintenance.

4. Ordering/Shipping – The Vendor must describe its ability to offer the ICN online access to inventories, shipping information, and RMAs. Please describe in detail any and all access to Cisco e-Agent systems that would provide the ICN the ability to check available inventory and estimated delivery times, track shipping status, process and track RMA status, auto-notifications of equipment delivery, etc.

SBC Response:

Partner Initiated Customer Access (PICA) is a program that enables you to use Cisco Connection On-Line (CCO) to manage Cisco equipment and services purchased through SBC. Key benefits are as follows:

- Order Tracking Track Cisco orders placed through SBC via the world wide web.
- Industry-leading technical assistance tools that help solve problems on line
- Access to the Troubleshooting Engine, which uses a fast, easy-to-understand Web interface that helps resolve networking problems end-to-end
- Access to the Questions & Answers Tool for database searches and quick answers to technical questions
- Access to literature about Cisco products and services to help build internetworking expertise
- Product Upgrade Tool, allows you to request software upgrades, hardware upgrades, or documentation as entitled by a Cisco service contract.
- Service Contract Center, a unique set of tools designed to help manage a variety of service contract related business processes online.
- Software Library, which can include access to downloadable software updates, the Bug Toolkit, software release notes, and other software information
- Cisco's Technical Assistance Center (TAC), which provides access to only Query on Cases, not open or update.
- Configuration Tool, an interactive feature that lets users search for configurable Cisco products, create product configurations on line, and forward the configurations via email or fax
- Lead Times Tool, which allows users to see product lead times
- Pricing Tool, which enables users to check the current retail price list to determine the
 estimated cost for items they wish to purchase.

In addition to the PICA access SBC will provide a single point of contact for the ICN. This resource will be responsible for providing order entry, order number notification, RMA services, auto notifications of equipment delivery, or real time telephone access for customer questions and issue resolution.

5. Training – The Vendor must describe its ability to provide or facilitate advanced training and seminars certified by Cisco Systems to support the ICN's ongoing commitment to staff technical training. The ICN would also be interested in facilitating training/conferences for constituents. Vendors should describe their ability to sponsor or partner with the ICN to conduct these events. Additionally, the Vendor should describe its ability to make available new products for ICN preview and testing.

SBC Response:

SBC through the partnership with Skyline computer can offer the ICN advanced Cisco Certified training classes at a discounted rate. Please refer to the Pricing/Compensation schedule for details.

SBC would welcome the opportunity to partner with the ICN staff to provide ongoing training for their constituents. This training would be facilitated through the SBC account team and focus on strategic or emerging technologies and services that are mutually beneficial to the ICN and SBC.

 Consulting/Design Assistance – The Vendor must describe its ability to provide or facilitate consulting services on networking issues such as broadband and dark fiber implementations.

SBC Response:

SBC will provide an Optical Network Specialist to work with the ICN staff located at 120 W. Jefferson Street as needed to design solutions that include SBC network, products and/or services. These resources can be engaged through the SBC account team. SBC has Optical Engineering and complex customer application premise equipment specialists (CCIE, CCNA, CCDP) located in Springfield, Illinois or within a 60 mile proximity. The resume listed below is illustrative of the qualifications of personnel that may support ICN.



Technical Profile:

- Voice/Data Convergence: H.323, SIP, MGCP, H.248, Class 4/5 switches, SS7.
- WAN Protocol/Standards: TCP/IP, IPX, AppleTalk, OSPF, BGP4, IS-IS, EIGRP, RIP, IGRP, Frame Relay, ATM, ISDN, SONET, DWDM, HDLC, X.25, PPP.
- LAN Protocol/Standards: 802.3(u/z), 802.5, FDDI, 802.2, Transparent Bridging/802.1d, VLANs, SNA, NetBIOS/NetBEUI.
- Network Management: Sun NetManager, HP OpenView, SNMP, RMONv2, NA Sniffer, Lucent Navis products.
- Operating systems: Cisco IOS (11.x, 12.0), Unix, Windows 9x/NT/2000, Linux, and DOS.
- Hardware: Cisco Routers, Cisco Catalyst Switches, Lucent ATM switches, Lucent Optical products, Lucent data/broadband access products, Lucent 5E and 7R/E, Nortel Network Router/ Switches (Shasta, Passport, BLN), Marconi (Fore) ATM switches, 3Com, Bay Network, Larscom Switches, CSU/DSU.

SBC will provide to the ICN a systems engineer on a .20 full time equivalency (FTE) basis to work on day to day networking issues as they relate to SBC network, product and/or services. The resume listed below is illustrative of the qualifications of the personnel that may support the ICN.



Profile:

- University of Illinois at Springfield Master of Science, Computer Science GPA 4.0
- IT Technical Institute Bachelors of Applied Science, Electronic Engineering Technology GPA 4.0
- Instructor Cisco Networking Academy Program to Computer Science Majors, University of Illinois at Springfield
- Experienced DOS, Windows, OS/2, Linux, Unix, Assembly, BASIC, C,C++, and Java.
- 8 years professional experience providing network service within a MAN infrastructure comprised of an 8 site core ATM and Gigabit infrastructure with over 45 remote sites in a distributed network.
- CCNA Cisco Certified Network Associate
- 7. Marketing Support The Vendor must describe in detail its ability to collaborate with the ICN on a statewide marketing plan to promote the ICN services to its constituents.

SBC Response:

SBC will continue to work with the ICN to promote services throughout the State of Illinois. The SBC account team is always available to collaborate with the ICN regarding its ongoing marketing plans. It is the account teams position to continue to sponsor events on an individual case basis. SBC has a proven track record of sponsorship of ICN events throughout the year. SBC's extensive statewide engineering resources and marketing teams can be engaged by the ICN staff at any time for projects pertaining to SBC network, products and/or services.

As a Cisco Gold Partner the following SBC / Cisco programs will be made available to the ICN.

By selecting SBC /Cisco Systems, the worldwide leader in networking for the Internet, as the strategic partner for the Illinois Century Network (ICN), highlighted below is an overview of the marketing resources available to enhance and help build the ICN as the preferred high-speed telecommunications network for the citizens of Illinois.

<u>Cisco Networking Academy Program (CNAP)</u> - http://www.cisco.com/warp/public/779/edu/academy/

Cisco currently provides IT curriculum to over 9,144 Networking academies world wide, with over 179 located in the state of Illinois. We will explore various avenues to approach the CNAP institutions regarding their current telecommunications network and potential ICN opportunities.

<u>Cisco Education Ecosystem</u> - http://www.cisco.com/warp/public/779/edu/The Cisco Education Ecosystem consists of educational institutions, corporations, government agencies, and non-profit organizations partnering together to build value through the innovative application of networked information technology to education. Based on ICN's goals, we will discuss the various resources located in the site and identify key contacts and implementation processes.

<u>iQ Web Site Resources</u> - http://www.cisco.com/ (click on iQ)
The Cisco iQ Web site demonstrates how Internet technology can solve critical business problems. iQ provides the guidance, insight, and knowledge needed to implement successful Internet business strategies for your organization. Business resources and guidelines are available for ICN's Corporate use.

<u>iQ Magazine -</u> http://www.cisco.com/ (click on iQ)
This bimonthly publication highlights real-world Internet business strategies from Cisco Systems and our customers. Submit ICN Success Story to iQ staff for publication in the magazine (recommend cover story) which is mailed to over 50,000 Executives bi-monthly.

<u>CEC Success Story</u> - Interview ICN staff regarding their successful business endeavors and enhancing their business growth by utilizing SBC / Cisco's technologies and solutions. Also investigate possibility of videotaping interview with ICN regarding their success and submitting to Cisco and Partner teams worldwide for use in seminars, events, customer presentations, etc.

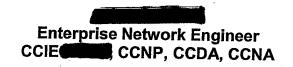
<u>CEC's Direct Response Marketing Initiative</u> - In coordination with SBC / Cisco's marketing team, leverage/access Cisco's current <u>databases</u>, <u>market research</u>, <u>education and public sector "best practices"</u>, <u>seminars</u>, <u>events</u>, <u>advertising</u>, <u>special promotions/campaigns</u>, <u>etc.</u> to create, develop, and increase public awareness, exposure, and enrollment opportunities for ICN.

As a partner with SBC / Cisco, these are just a few of the marketing resources that ICN would have available to utilize to help grow, expand, build, create, and launch new business opportunities with ICN and the constituents in the state of Illinois.

8. Technical Staff – The Vendor must make available to the ICN the expertise of CCIP or CCIE level technicians. Please describe where these technical resources are located, their respective experience, how the ICN can request their services, and any applicable restrictions or limitations. If there are any additional costs for these services, please specify within the Pricing/Compensation section.

SBC Response:

SBC will provide a Cisco Certified Internetwork Expert who will focus on complex design issues pertaining to SBC network, products and/or services. These resources will be engaged through the SBC account team. SBC has CCIE engineers located in Springfield and Chicago, Illinois. Billable time may be purchased as set forth in the Pricing/Compensation schedule, based on a specific scope of work and clear acceptance criteria. SBC will commit engineering resources during an emergency situation to help ICN staff troubleshoot and resolve networking issues. The resume listed below is illustrative of the qualifications of personnel that may support the ICN.



Summary

Over 20 years of diverse technical knowledge and skills combined with excellent customer focus, Total Quality Management facilitation, organizational leadership, and project management experience.

Disciplines of technical expertise span from FM and digital microwave radio to multi vendor Broadband SONET OC-192 DWDM systems and the full spectrum of operational support equipment in between.

Experience in the Operation and Maintenance of an Inter-exchange carrier's 56 Fiber Optic and Digital Microwave Radio, Multiplexes, and other telecommunications equipment in all Junctions, POPS, DREI's, Terminals, Regenerators and Repeater sites throughout the State of Illinois totaling more than 10,000 DS3s.

Experience includes support for customers proactively through the use of network audits and reporting. Respond in a timely and proactive manner to MAC, redesign and large scale performance issues. Support future sale initiatives for managed service customers by attending meetings, providing presentations, and delivering technical designs. Maintain up to date knowledge with current technologies used in the industry and on specific customer networks. Act as 2nd level technical support to Pre-sales Engineering and Field Operations groups. Pursue technical excellence throughout the pursuit of technical education. Provide knowledge transfer and mentoring by assisting peers and subordinates in learning and developing new skills. Expert knowledge concerning Routing, Switching, Wireless, Optical, and protocol analysis

Account Maintenance and Field Service for Customer Premise Equipment installation, testing and turn up for a wide variety of products and services. Maintain Cisco/NetWare LAN network and associated PC and application support for 25 users. Develop server based application and processes that are used in the daily operation of the department.

Internetworking Certifications

Cisco Certified Internetwork Expert (CCIE), Cisco Certified Network Professional (CCNP), Cisco Certified Design Associate (CCDA), Cisco Certified Network Associate (CCNA).

Information Technology (IT) Skills: Pre and Post Sales Engineering Design, Routing, Switching, Cisco Channel Interface Processor, SNA, protocol analysis, LAN/WAN performance analysis, Microwave and Wireless transmission, and optical networking.

Upgrades/Trade Ins – Many of the ICN's constituent's equipment is nearing the end of its useful life. Please
describe the Vendor's ability to offer a comprehensive upgrade or trade-in policy for education customers.
Please detail the pricing structure within the Pricing/Compensation section.

SBC Response:

All Upgrades/Trade ins are consistent with the manufacturer policy. No trade in values can be determined until a new bill of materials has been agreed upon by the ICN, Cisco and SBC. The ICN should contact the SBC account team who will work with Cisco Systems to determine the actual trade-in allowances if any.

10. Returns – The Vendor must provide "F.O.B. destination, freight prepaid and charged back" for all ICN and constituent ordered equipment. "F.O.B. destination, freight prepaid and charged back" is defined as seller pays the freight charges and adds to invoice, buyer bears freight charges, seller owns goods in transit, and seller files claims (if any). Therefore, Vendor will have door-to-door responsibility for delivery of operational equipment and will be responsible for any claims resulting from damaged or defective goods.

SBC Response:

Exception, Equipment is shipped FOB origin, freight prepaid and charged back. Title and risk of loss pass to customer at the time of delivery to the carrier for shipment. If any equipment arrives at your destination in a damaged condition or should any shortage exist, you shall immediately notify the carrier and SBC.

Milestones and Deliverables

Vendor must provide ordered equipment within 14-days of an order.

SBC Response:

Exception, SBC provides equipment direct from the manufacturer. Therefore, all orders are subject to Cisco production timelines. Cisco Systems states that lead times are subject to change for the better or for the worse at anytime.

New Products/Substitutions

All supplies furnished shall be new, unused, of most recent manufacture, and not discontinued.

SBC Response:

(Read, Understand and Comply)

Quantities

The quantities provided are best estimates and no minimums are guaranteed. Vendor shall furnish all requirements for the contract period whether more or less than the estimated quantities are ordered.

SBC Response:

(Read, Understand and Comply)

Orders

Orders against the CONTRACT will be made by the ICN using a Basic Ordering Agreement or the E-agent described within the Vendor's proposal.

SBC Response:

Orders placed hereunder shall reference this Agreement number and shall be subject to the terms and conditions in the Agreement. Any terms and conditions in the Purchase Order which conflict with the terms and conditions of this Agreement shall be deemed superseded and deleted.

Qualifications of Vendor and/or Vendor's staff (or others who would perform)

VENDOR must have and show the qualifications (specifically experience and technical ability) necessary to perform this contract. Please include the number of years as a Cisco Partner, including at the current partner level, and the annual sales volumes for Cisco equipment and services for the past three years. These qualifications should be explained within the Vendor's response.

SBC Response:

SBC has been a partner of Cisco Systems for approximately 18 years either directly or through its affiliates. SBC is currently a Cisco Systems Gold Value Added Reseller and has been since 1996. (Please refer to the Cisco Systems Gold Partner Spotlight response in question number one above.) The ICN may verify our Gold partner level through Cisco Account Manager John Linhart who can be reached at 217.522.6265. SBC has sold more than \$940 million is Cisco product in calendar year 2001, \$980 million in calendar year 2000, and \$890 million in 1999. Please refer to questions six and eight above for the resume of the local SBC engineering staff scheduled to work with the ICN staff

SBC employees hold 2,177 Cisco Technical and Sales certifications:

CCIE 58 CCNP 282 CCDP 136 CCNA 417 CCDA 450 CCSE 834

Performance Security Bond - NA

If applicable, Vendor shall provide a performance bond equal to the above dollar amount (or % of the contract price) for the initial term. During any renewal term the amount shall remain the same unless otherwise agreed. For public works contracts, performance bond requirements will be found in Agency Supplemental Terms and Conditions.

Subcontracting/Joint Ventures

Subcontracting/joint ventures are allowed provided that the Vendor submitting the proposal is a Cisco Gold Authorized Distributor or Direct Sales Agent. The State intends to contract with one entity per contract and that entity shall be contractually responsible for performance. However, if the entity is a joint venture, one of the parties to the joint venture must take full contractual responsibility for performance under the contract. Vendors must identify all subcontractors within their proposal.

SBC Response: (Read, Understood and Comply)

Skyline Computer Corporation.

Special Pricing:

45.00%

Equipment - Includes all Cisco Hardware and Software Products

Currently SBC offers a 45% [orders booked with SBC/Cisco by COB 7/25/02] discount off list pricing for Cisco Systems equipment. This discount applies to orders placed with SBC and subsequently ordered directly from the manufacturer.

The current window for the 45% discount is 07/01/02 to 07/25/02. Orders must be booked with SBC and Cisco by July 25, 2002 to qualify. After July 25, 2002 the standard pricing goes into effect, unless the following applies:

ICN may be eligible for special price considerations offered by Cisco to SBC or other Gold Partners, such as the current 45% discount being offered in the marketplace. To the extent that the current offer or other similar offers remain valid, SBC agrees to meet the discount of up to 45% off Cisco List Price. To the extent that the ICN receives a documented discount offer of greater than 45% off list, SBC requests the opportunity to review that offer to determine if SBC can match the offer to the ICN.

Contract begins date of execution and is good for 24 months.

<u>Standard Pricing:</u> Equipment includes all Cisco Hardware and Software Products

42.50%

SBC offers a 42.5% discount off list pricing for Cisco Systems equipment. This discount applies to orders placed with SBC and subsequently ordered directly from the manufacturer.

SMARTnet Pricing

30.00%

SMARTnet Pricing: - All Cisco SMARTnet Options.

Contract begins date of execution and is good for 24 months.

Skyline Computer Training Courses (Cisco Certified Training)

15.00%

Discount per student for all open enrollment instructor led classes at a Skyline Training facility

<u>Item</u>

Cost

Network Optimization Support

Pricing is good for one year based on the current configuration and award (Purchase Order) by July 24, 2002. After July 24, 2002 Cisco states that they will need to re-price the service.

This pricing is subject to change by Cisco Systems on an

This pricing is subject to change by Cisco Systems on an annual basis or if the network configuration changes.

ORM - Operations Management

Cisco Focused Technical Support
Pricing is good for one year based on the current configuration
and award (Purchase Order) by July 24, 2002. After July 24, 2002
Cisco states that they will need to re-price the service.
This pricing is subject to change by Cisco Systems on an annual basis or if the network configuration changes.

FTS - Field Technical Support

Pricing is good for one year based on the current configuration and award (Purchase Order) by July 24, 2002. After July 24, 2002 Cisco states that they will have to re-price the service. This pricing is subject to change by Cisco Systems on an annual basis or if the network configuration changes.

Cisco Certified Internetwork Expert (CCIE) Hourly Pricing

Rates apply to the Springfield area. Engagements requiring travel outside of the Springfield area will be priced on an individual case basis. CCIE engagements will be based on a unique scope of work which includes project deliverables and acceptance criteria.

Skyline training Courses (On-Site at ICN location)

Note: Significant discounts for ICN On-site training with 12 or more students exists. Not limited to the examples provided herein

\$453,840

\$150,000

\$267,000

\$225

Please see pricing attachment

<u>ltem</u>

Compensation

Upgrade/Trade-ins

As stated in question nine (9), trade-ins are consistent with manufacturers policy. No trade-in values can be determined until a complete bill of materials has been agreed to by ICN, SBC and Cisco.

Payment

Payment will be processed upon receipt of equipment and valid invoice. SMARTnet will be renewed annually on July 1st which is the beginning of the ICN fiscal year.

The ordering agencies Illinois tax exemption number is E9984-0618-04. Federal tax exemption information is available upon request to the ordering agency.

ICB

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CUSE	Cisco Unity System Engineer	5 Days	CALL		ON.	
DQoS Deplo	Deploying Cisco QoS for Enterprise Networks	5 Dave			No	\$ 1.250.00
EVoDD Enter	Enterprise Voice over Data Design	3 Dave			Yes	
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GSR ICWS IMPLS MACC MSSC	CSSOC CWFUN CWLAW	MLSTE	CWB	SNA-IP SNAM SNASw

LIST PRICING MAY CHANGE, SBC OFFER IS 15% DISCOUNT OFFUST PRICE FOR PUBLIC SEATS-ALTHEN CURRENT UST PRICING.

NO DISCOUNT APPLIES TO PRIVATE, CUSTOM AND ON SITE INSTRUCTION. THESE CLASSES AND THEIR COST WILL BE REVIEWED ANNUALY, AND MAY BE ADJUSTED.
*Cost of private classes is based on 12 students, add" cost per per student, not to exceed 16 in any one class. *CCIE max is 8 students

*DCN class is for 20 students